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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND CLARION CORPORATION OF AMERICA WITHDRAWING
PROOFS OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 19812 AND 20014

(CLARION CORPORATION OF AMERICA)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Clarion Corporation of America (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Clarion Corporation Of America Withdrawing Proofs Of Administrative Expense Claim Numbers 19812 And 20014 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on October 29, 2009, the Claimant filed proof of administrative expense claim number 19812 ("Claim 19812") against Delphi asserting an administrative expense priority claim in an unliquidated amount on account of goods sold.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 20014 ("Claim 20014" and together with Claim 19812, the "Claims") against Delphi asserting an administrative expense priority claim in the amount of \$250,919.86 on account of goods sold.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, the Claimant filed the Response Of Clarion Corporation Of America To Reorganized Debtors' Forty-Third Omnibus Objection (Docket No. 19469) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of the Claims will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 19812 is hereby deemed withdrawn with prejudice.

2. Claim 20014 is hereby deemed withdrawn with prejudice.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21st day of December, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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